

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Earth Products Inc.		03/19/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	K-2 Corporation
Doing Business As:	DBA K2 Sports
Street Address:	4201 6th Ave S
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98108
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3220035	
Registration Number:	2601801	
Registration Number:	2307849	
Registration Number:	3220034	ADIO
Registration Number:	2525838	ADIO
Registration Number:	2373389	ADIO
Serial Number:	77400084	PLANET EARTH
Registration Number:	2185219	PLANET EARTH

CORRESPONDENCE DATA

Fax Number: (206)805-4801
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 206-805-4800

900140428

**TRADEMARK
 REEL: 004039 FRAME: 0452**

CH \$215.00 3220035

Email: trademarks@k2sports.com
Correspondent Name: K-2 Corporation
Address Line 1: 4201 6th Ave S
Address Line 4: Seattle, WASHINGTON 98108

ATTORNEY DOCKET NUMBER:	PLAN-5-23430
NAME OF SUBMITTER:	Lisa M. Willhite
Signature:	/Lisa M. Willhite/
Date:	08/06/2009

Total Attachments: 7
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**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

K-2 CORPORATION

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

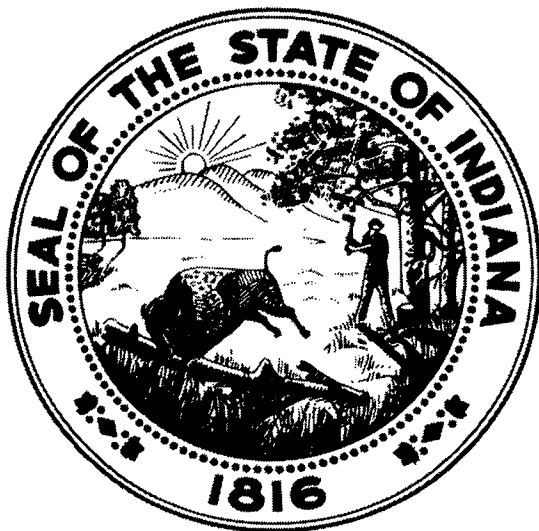
EARTH PRODUCTS, INC.

a(n) California Non-Qualified Foreign Corporation

merged with and into the surviving entity:

K-2 CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, March 31, 2009.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 20, 2009.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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**TRADEMARK
REEL: 004039 FRAME: 0454**



ARTICLES OF MERGER

State Form 39036(R7 /1 -03)

Approved by State Board of Accounts, 1995

APPROVED
AND
FILED

Todd Rokita
IND. SECRETARY OF STATE

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W.Washington Street, Rm.E 018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

2009 MAR 20 AM 11:48
CORPORATIONS DIVISION

**ARTICLES OF MERGER / SHARE EXCHANGE
OF**

Earth Products Inc.

(hereinafter "the nonsurviving corporation(s)")

INTO

K-2 Corporation

(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1

The name of the corporation surviving the merger is K-2 Corporation
and such name has has not (*designate which*) been changed as a result of the merger.

SECTION 2

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on September 22, 1970.
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified (*designate which*) to do business in Indiana.
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (*if applicable*) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Earth Products Inc.</u>	
State ofD omicile <u>California</u>	Date of incorporation or qualification in Indiana (<i>if applicable</i>)
Name of Corporation	
State ofD omicile	Date of incorporation or qualification in Indiana (<i>if applicable</i>)
Name of Corporation	
State ofD omicile	Date of incorporation or qualification in Indiana (<i>if applicable</i>)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1 Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2 Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on March 19, 2009 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1 Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2 Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on March 19, 2009 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

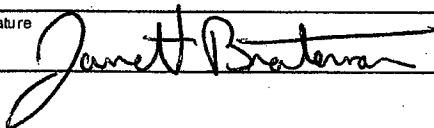
In Witness Whereof, the undersigned being the Assistant Secretary of the surviving

Officer or Chairman of Board

corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained

herein are true, this 19th day of March, 2009.

Signature



Printed name

Jarrett Braterman

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of March 19, 2009, between K-2 Corporation, a business corporation organized under the laws of the State of Indiana ("K-2"), and Earth Products Inc., a business corporation organized under the laws of the State of California ("Earth Products").

WITNESSETH:

WHEREAS, K-2 and Earth Products and the respective board of directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and their respective stockholders to merge Earth Products with and into K-2 pursuant to the provisions of Indiana Business Corporation Law ("IBCL") and the California Corporations Code ("CCC"), upon the terms and conditions hereinafter set forth; and

WHEREAS, the parties intend that, for U.S. federal income tax purposes, the merger of Earth Products with and into K-2 will qualify as tax-free liquidation that is described in Section 332 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE 1: Merger. Upon the filing of (i) a Certificate of Merger with the Secretary of State of the State of Indiana ("IN Cert of Merger") and (ii) a certified copy of IN Cert of Merger with the Secretary of State of the State of California, at the Effective Time (as defined below), Earth Products shall be merged with and into K-2 (the "Merger") and K-2 shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation"). The "Effective Time" of the Merger shall be 11:59 pm on March 31, 2009.

ARTICLE 2: Directors, Officers and Governing Documents. The directors of the Surviving Corporation from and after the Effective Time shall be the directors of K-2 immediately prior to the Effective Time. The officers of the Surviving Corporation immediately after the Effective Time shall be the officers of K-2 immediately prior to the Effective Time. These officers and directors shall hold office in accordance with the Articles of Incorporation, as amended and the Bylaws of the Surviving Corporation. Each of the Articles of Incorporation, as amended and the Bylaws of the Surviving Corporation as in force and effect at the Effective Time of the Merger will be the Articles of Incorporation, as amended and the Bylaws, respectively, of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Indiana.

ARTICLE 3: Name. The name of the Surviving Corporation shall be: K-2 Corporation.

ARTICLE 4: Effect of Merger on Shares of Stock of K-2 and Earth Products. At the Effective Time, each share of common stock of K-2 outstanding immediately prior to the Effective Time shall remain unchanged. At the Effective time, by virtue of the Merger and

without any action on the part of the holder thereof, each share of common stock of Earth Products outstanding immediately prior to the Effective Time shall be extinguished and cancelled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in the IBCL and CCC. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Earth Products shall be vested in the Surviving Corporation, and all debts, liabilities and duties of Earth Products shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE 6: Approval. The Merger Agreement herein made and approved shall be submitted to the sole stockholder of Earth Products and the sole Stockholder of K-2 for their approval or rejection in the manner prescribed by the provisions of the CCC and the IBCL, respectively.

ARTICLE 7: Authorization. The sole stockholder, board of directors and the proper officers of Earth Products and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the Merger herein provided for.

ARTICLE 8: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Earth Products such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Earth Products, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Earth Products, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

K-2 CORPORATION

By: Jarrett Braterman
Name: Jarrett Braterman
Title: Assistant Secretary

EARTH PRODUCTS INC.

By: Jarrett Braterman
Name: Jarrett Braterman
Title: Assistant Secretary